

Marshall C. Turner, Esq.  
Husch Blackwell LLP  
190 Carondelet Plaza, Suite 600  
St. Louis, Missouri 63105  
Telephone: 314.480.1768  
Facsimile: 302.480.1505  
Email: [marshall.turner@huschblackwell.com](mailto:marshall.turner@huschblackwell.com)

Hearing Date: November 15, 2018 at 10:00 a.m.

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**In re**

SEARS HOLDINGS CORPORATION  
*et al.*,

## Debtors<sup>1</sup>

## Chapter 11

**Case No. 18-23538 (RDD)**

## Jointly Administered

**Related to Docket No. 429, 617**

**CBL & ASSOCIATES MANAGEMENT, INC.'S JOINDER AND LIMITED  
OBJECTION TO DEBTORS' MOTION FOR APPROVAL OF  
GLOBAL BIDDING PROCEDURES**

The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc.(4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

CBL & Associates Management, Inc. (“CBL”), by and through counsel, and as managing agent for the owners of the properties identified herein, hereby files this joinder (the “Joinder”) hereby joins in the limited objection and reservation of rights to the proposed sale, procedures for the assumption and assignment of CBL leases, and the proposed related notices, and in support thereof, state as follows:

1. Sears Holdings Corporation and certain of its subsidiaries (the “Debtors”) filed their voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code on October 15, 2018 (the “Petition Date”).

2. The Debtors have continued to operate their business and manage their properties as debtors-in-possession pursuant to 11 U.S.C. §§ 1107(a) and 1108.<sup>2</sup>

3. On August 1, 2106, Debtors filed *Debtors’ Motion for Approval of Global Bidding Procedures* [Docket No. 429] (the “Motion”).

4. CBL is the managing agent for the owner of thirty-seven (37) properties who have an interest in real property leased or owned by Debtors.

5. CBL and the Debtors are parties to unexpired leases of nonresidential real property (the “Leases”) of premises (the “Premises”) as follows:

| Property Name      | Property Location |
|--------------------|-------------------|
| Arbor Place Mall   | Douglasville, GA  |
| Cherryvale Mall    | Rockford, IL      |
| Coastal Grand Mall | Myrtle Beach, SC  |
| Cross Creek Mall   | Fayetteville, NC  |
| Dakota Square Mall | Minot, ND         |
| East Towne Mall    | Madison, WI       |
| Eastgate Mall      | Cincinnati, OH    |
| Eastland Mall      | Bloomington, IL   |
| Friendly Center    | Greensboro, NC    |

---

<sup>2</sup> Unless otherwise specified, all statutory references to “Section” are to 11 U.S.C. §§ 101 et seq. (the “Bankruptcy Code”).

|                      |                      |
|----------------------|----------------------|
| Frontier Mall        | Cheyenne, WY         |
| Hamilton Place Mall  | Chattanooga, TN      |
| Hanes Mall           | Winston-Salem, NC    |
| Harford Mall         | Bel Air, MD          |
| Honey Creek Mall     | Terra Haute, IN      |
| Jefferson Mall       | Louisville, KY       |
| Mall Del Norte       | El Paso, TX          |
| Mid Rivers Mall      | St. Peters, MO       |
| Northgate Mall       | Chattanooga, TN      |
| Northpark Mall       | Hixson, TN           |
| Old Hickory Mall     | Jackson, TN          |
| Parkdale Mall        | Beaumont, TX         |
| Post Oak Mall        | College Park, TX     |
| Richland Mall        | Waco, TX             |
| South County Center  | St. Louis, MO        |
| Southpark Mall       | Colonial Heights, VA |
| St. Clair Square     | Fairview Height, IL  |
| Stroud Mall          | Stroud, PA           |
| Sunrise Mall         | Brownsville, TX      |
| Triangle Town Center | Raleigh, NC          |
| Turtle Creek Mall    | Hattiesburg, MS      |
| Valley View Mall     | Roanoke, VA          |
| Volusia Mall         | Daytona Beach, FL    |
| Westgate Mall        | Spartanburg, SC      |
| Westmoreland Mall    | Greensburg, PA       |
| York Galleria        | York, PA             |

6. The Premises are located within “shopping centers” as that term is used in § 365(b)(3) of the Bankruptcy Code. *See In re Joshua Slocum, Ltd.*, 922 F.2d 1081, 1086-87 (3d Cir. 1990).

7. On November 9, 2018, certain landlords filed their *Objection to Debtors’ Motion for Global Bidding Procedures* [Docket No. 617] (the “Objection”).

### **JOINDER**

8. CBL hereby joins in the Objection, as if the arguments contained therein were set forth fully herein.

9. CBL also join in the other landlord objections to the bidding procedures and sale and the possible assumption and assignment of leases, to the extent such objections are not inconsistent herewith, as if the arguments contained therein were set forth fully herein.

### **RESERVATION OF RIGHTS**

10. Nothing in this Joinder or the Objection is intended to be, or should be construed as, a waiver by CBL of any of its rights under the Leases, the Bankruptcy Code, or applicable law. CBL expressly reserves all such rights including, without limitation, the right to supplement and/or amend this Joinder and to assert any additional objections with respect to any possible or proposed sale or assumption and assignment of the Leases on any and all grounds.

### **CONCLUSION**

For the reasons set forth above, CBL respectfully requests that this Court (i) sustain the Objection; and (ii) grant CBL such further relief as it deems proper.

Dated: November 13, 2018  
New York, New York

Respectfully submitted,

HUSCH BLACKWELL LLP

/s/Marshall C. Turner

Marshall C. Turner  
190 Carondelet Plaza, Suite 600  
St. Louis, Missouri 63105  
Telephone: 314.480.1768  
Facsimile: 302.480.1505  
Email: marshall.turner@huschblackwell.com

*Attorneys for CBL & Associates  
Management, Inc.*

Marshall C. Turner, Esq.  
Husch Blackwell LLP  
190 Carondelet Plaza, Suite 600  
St. Louis, Missouri 63105  
Telephone: 314.480.1768  
Facsimile: 302.480.1505  
Email: marshall.turner@huschblackwell.com

Hearing Date: November 15, 2018 at 10:00 a.m.

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

|                            |   |
|----------------------------|---|
| -----X                     |   |
| <b>In re</b>               | : <b>Chapter 11</b>                     |
| SEARS HOLDINGS CORPORATION | :                                       |
| <i>et al.</i> ,            | : <b>Case No. 18-23538 (RDD)</b>        |
|                            | :                                       |
| <b>Debtors<sup>3</sup></b> | : <b>Jointly Administered</b>           |
|                            | :                                       |
|                            | :                                       |
|                            | : <b>Related to Docket No. 429, 617</b> |
| -----X                     |   |

**CERTIFICATE OF SERVICE**

The undersigned certifies that on this 13th day of November, 2018, a true and exact copy of the foregoing *Joinder* has been served by operation of the Court's electronic filing system to

<sup>3</sup>The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc.(4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

all parties indicated on the electronic filing receipt and via electronic mail to the parties listed below:

Proposed Counsel to Official Committee of  
Unsecured Creditors  
Ira S. Dizengoff, Esq.  
Philip C. Dublin, Esq.  
Abid Qureshi, Esq.  
Sara L. Brauner, Esq.  
Akin Gump Strauss Hauer & Feld LLP  
One Bryant Park  
New York, NY 10036  
[idezengoff@akingump.com](mailto:idezengoff@akingump.com)  
[pdublin@akingump.com](mailto:pdublin@akingump.com)  
[aqureshi@akingump.com](mailto:aqureshi@akingump.com)  
[sbrauner@akingump.com](mailto:sbrauner@akingump.com)

Counsel to Debtors  
Ray C. Schrock, P.C.  
Jacqueline Marcus, Esq.  
Garrett A. Fail, Esq.  
Sunny Singh, Esq.  
Weil, Gotshal & Manges LLP  
767 Fifth Avenue  
New York, NY 10153  
[ray.schrock@weil.com](mailto:ray.schrock@weil.com)  
[jacqueline.marcus@weil.com](mailto:jacqueline.marcus@weil.com)  
[garrett.fail@weil.com](mailto:garrett.fail@weil.com)  
[sunny.singh@weil.com](mailto:sunny.singh@weil.com)

United States Trustee, Southern District of  
New York  
Paul Schwartzberg  
Richard Morrissey  
201 Varick St.  
Ste. 1006  
New York, NY 10014  
[richard.morrissey@usdoj.gov](mailto:richard.morrissey@usdoj.gov)  
[paul.schwartzberg@usdoj.gov](mailto:paul.schwartzberg@usdoj.gov)

Counsel to Bank of America, N.A.,  
administrative agent under the First Lien  
Credit Facility and the DIP ABL Agent  
Paul Leake, Esq.  
Shana Elberg, Esq.  
George R. Howard, Esq.  
Skadden, Arps, Slate, Meagher & Flom LLP  
155 N. Wacker Drive  
Chicago, IL 60606  
[Paul.Leake@skadden.com](mailto:Paul.Leake@skadden.com)  
[Shana.Elberg@skadden.com](mailto:Shana.Elberg@skadden.com)  
[George.Howard@skadden.com](mailto:George.Howard@skadden.com)

And Via First Class Mail to:

United States Bankruptcy Court for the  
Southern District of New York  
Sears Chambers Copy  
US Bankruptcy Court SDNY  
300 Quarropas Street, Room 248  
White Plains, NY 10601  
Chambers of the Honorable Robert D. Drain

Sears Holdings Corporation Headquarters  
3333 Beverly Road  
Hoffman Estates, IL 60179

/s/ Marshall C. Turner  
Marshall C. Turner